

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

*ARTICLES of ASSOCIATION*

of  
**FIFE GINGERBREAD**



**Constitution of company**

- 1 The model articles of association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this company.

**Defined terms**

- 2 In these articles of association, unless the context requires otherwise:-
  - (a) "Act" means the Companies Act 2006;
  - (b) "charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;
  - (c) "charitable purpose" means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
  - (d) "electronic form" has the meaning given in section 1168 of the Act;
  - (e) "OSCR" means the Office of the Scottish Charity Regulator;
  - (f) "property" means any property, heritable or moveable, real or personal, wherever situated; and
  - (g) "subsidiary" has the meaning given in section 1159 of the Act.
- 3 Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

## **Objects**

4 The charitable company's objects are:

- (a) The prevention or relief of poverty through the promotion and provision of specialist support to lone parents and vulnerable and disadvantaged families in Fife in the interest of social welfare so that their quality of life may be improved;**
- (b) The provision of recreational facilities, or the organisation of recreational activities, with the object of improving the condition of life for the person for whom the facilities or activities are primarily intended;**
- (c) The relief of those in need by reason of age, ill-health, disability, financial hardship or other disadvantage (including relief given by the provision of accommodation or care.**

In furtherance of the stated company objects the company will:-

- (a) Support the relief of stress for those identified in the objects;**
- (b) Create appropriate volunteering opportunities to promote active citizenship;**

5 The company's objects are restricted to those set out in article 4 (but subject to article 6).

6 The company may (subject to first obtaining the consent of OSCR) add to, remove or alter the statement of the company's objects in article 4; on any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered on the register of companies.

## **Powers**

7 In pursuance of the objects listed in article 4 (but not otherwise), the company shall have the following powers:-

- (a) To provide relevant information, including information from statutory bodies and facilitate the exchange and sharing of resources, ideas and the planning of services to the community to ensure equality and diversity is included.**
- (b) To facilitate dialogue and co-operation amongst and between all relevant agencies.**
- (c) To facilitate according to identified need the formation of ad hoc groups and working parties and thus enable specific tasks which might be identified locally to be undertaken.**

- (d) Subject to such consents as may be required by law, to borrow and raise money for the furtherance of the objects of the company in such manner and on such security as the Company may think fit.
- (e) To raise funds and to invite and receive contributions from any person or persons by way of subscription, donation or otherwise; however the Company shall have the right to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the Company may think fit.
- (f) To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.
- (g) To invest any funds which are not immediately required for the company's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- (h) To purchase, take on lease, hire, or otherwise acquire, any land and appropriate property or rights which are suitable for the company's activities.
- (i) To sell, let, hire out, license, or otherwise dispose of, all or any part of land or property and rights of the company.
- (j) Subject to Clause 4, to employ such staff as are considered appropriate for the proper conduct of the company's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- (k) To liaise with other appropriate bodies, local authorities, UK or Scottish government departments and agencies, and other bodies to further the company's objects.
- (l) To effect insurance of all kinds (which may include officers' liability insurance).
- (m) To subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for the purposes of distributing profit (whether incorporated or not and whether in Great Britain or Northern Ireland) whose objects are wholly or in part similar to those of the Company and which by its Constitution prohibits the distribution of its income and property amongst its ordinary members.
- (n) To establish and/or support any other charity or community group, and to make donations for any charitable purpose falling within the company's objects.
- (o) To do all or any of the things previously authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Company is authorised to amalgamate.
- (p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the company.
- (q) To do all such other lawful things as are necessary for the attainment of the above objects or any of them.

### **Restrictions on use of the company's assets**

- 8
- (a) The income and property of the company shall be applied solely towards promoting the company's objects.
  - (b) No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the ordinary members of the company, whether by way of dividend, bonus or otherwise, unless a crisis situation arises when Directors' discretion may be used.
  - (c) No director of the company shall be appointed as a paid employee of the company; no director shall hold any office under the company for which a salary or fee is payable.
  - (d) No benefit (whether in money or in kind) shall be given by the company to any director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the company.

### **Liability of members**

- 9 Each member undertakes that if the company is wound up while he/she is a member (or within one year after he/she ceases to be a member), he/she will contribute - up to a maximum of £1 - to the assets of the company, to be applied towards:
- (a) payment of the company's debts and liabilities contracted before he/she ceases to be a member;
  - (b) payment of the costs, charges and expenses of winding up; and
  - (c) adjustment of the rights of the contributories among themselves.

### **Members**

- 10 For the avoidance of doubt the members of the company shall consist of the **subscribers** to the memorandum of association (i.e. **the directors**) and such other persons as are admitted to **ordinary** membership [under articles 13 to 15] are those persons who support the charitable objects of the company .
- 11 Ordinary membership shall be open to anyone over the age of sixteen who is not disqualified from acting as a Charity Trustee or Company Director by law, who supports the objects of the company and meets the skills requirements as set out in the directors Recruitment Pack and will comply with the company code of conduct.
- 12 Employees of the company shall not be eligible for ordinary membership; a person who becomes an employee of the company after admission to membership shall automatically cease to be a member.

### **Application for membership**

- 13 Any person who wishes to become a member must sign, and lodge with the company, a written application for ordinary membership.
- 14 The directors may, at their discretion, refuse to admit any person to ordinary membership.
- 15 The directors shall consider each application for ordinary membership at the first directors' meeting which is held after receipt of the application; the directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application.

### **Register of ordinary members**

- 16 The directors shall maintain a register of ordinary members, setting out the full name and address of each member, the date on which he/she was admitted to membership, and the date on which any person ceased to be a member.

### **Withdrawal from ordinary membership**

- 17 Any person who wishes to withdraw from ordinary membership shall provide the company at least seven days clear notice; on receipt of the notice by the company, he/she shall cease to be a member.

### **Expulsion from ordinary membership**

- 18 Any person may be expelled from membership by special resolution (see article 28), providing the following procedures have been observed:-
  - (a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion
  - (b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

### **Termination/transfer**

- 19 Membership shall cease on death.
- 20 A member may not transfer his/her membership to any other person.

### **General meetings (meetings of members)**

- 21 All general meetings shall be called general meetings, regardless of the business to be conducted.
- 22 The directors may convene a general meeting at any time.
- 23 The directors must convene a general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

### **Notice of general meetings**

- 24 At least 21 clear days' notice must be given of a general meeting called for the passing of a special resolution or a resolution appointing someone as a Director. All other general meetings shall be called by at least fourteen clear days' notice.

- 25 The reference to “clear days” in article 24 shall be taken to mean that, for the notice period, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.
- 26 A notice calling a meeting shall specify the time and place of the meeting and (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see article 29, or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
- 27 Notice of every general meeting shall be given to all the members, Directors and the Auditors

### **Special resolutions and ordinary resolutions**

- 28 For the purposes of these articles, a “special resolution” means a resolution passed by 75% or more of the votes cast on the resolution at a general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 24 to 27. For the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
- 29 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,
- (a) to alter its name
  - (b) to alter any provision of these articles or adopt new articles of association.
- 30 For the purposes of these articles, an “ordinary resolution” means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), at a general meeting, providing proper notice of the meeting has been given in accordance with articles 24 to 27.

### **Procedure at general meetings**

- 31 No business shall be dealt with at any general meeting unless a quorum is present in person or by an approved electronic platform as the directors see fit; the quorum for a general meeting shall be 50% of individuals entitled to vote (each being a member or a proxy for a member).
- 32 If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.

- 33 The chair of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
- 34 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
- 35 Every member shall have one vote, which (whether on a show of hands or on a secret ballot) should be given personally or by an approved electronic platform by the directors
- 36 If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.
- 37 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two persons present in person at the meeting and entitled to vote); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared. These requirement can also be accommodated by an approved electronic platform or polling system.
- 38 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded. These requirement can also be accommodated by an approved electronic platform or polling system.

## Directors

- 39 The maximum number of directors shall be **twelve** and the minimum shall be **six**.

## Appointment and Retirement of Directors

- 40 A person shall not be eligible for election/appointment as a director unless he/she is a member of the company.
- 41 At any general meeting, the members may (subject to article 45) elect any member (providing he/she is willing to act) to be a director.
- 42 The directors may at any time appoint any member (providing he/she is willing to act) to be a director (subject to article 45).
- 43 Each Director will be appointed to serve for five years and will be eligible for re-appointment for a further three years.
- 44 A Director who has served for **two terms** (i.e. eight years) will not normally be eligible for re-election until a break period of at least **one year** has been observed.

- 45 At the first meeting of the Directors in the calendar year following the initial five-year period, one half of the Directors may retire; the question of who will step down will be decided by the Board. Subsequently, Directors will retire from office according to the conditions set out in clauses 43 & 44.

#### **Termination of office**

- 46 A director shall automatically vacate office if:-
- (a) he/she ceases to be a director through any provision of the Act or becomes prohibited by law from being a director
  - (b) he/she becomes debarred under any statutory provision from being a charity trustee
  - (c) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
  - (d) he/she ceases to be a member of the company
  - (e) he/she becomes an employee of the company
  - (f) he/she resigns office by notice to the company
  - (g) he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office
  - (h) he/she is removed from office by ordinary resolution (special notice having been given) as in section 168 of the Act.

#### **Register of directors**

- 47 The directors shall maintain a register of directors, setting out full details of each director, including the date on which he/she became a director, and also specifying the date on which any person ceased to hold office as a director.

#### **Office Bearers**

- 48 At the first meeting of the directors following the annual general meeting, the directors shall elect from among themselves a chair and a treasurer, and such other office bearers (if any) as they consider appropriate.
- 49 A person elected to any office shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to that effect.



### **Powers of directors**

- 50 Subject to the provisions of the Act, and these articles, and subject to any directions given by special resolution, the company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the company.

### **Procedure at directors' meetings**

- 51 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
- 52 Questions arising at a meeting of the directors shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
- 53 No business shall be dealt with at a meeting of the directors unless a quorum is present in person or by approved electronic platform as the directors see fit; the quorum for meetings of the directors shall be four.
- 54 If at any time the number of directors in office falls below the number fixed as the quorum, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.
- 55 Unless he/she is unwilling to do so, the chair of the company board of directors shall preside as chairperson at every directors' meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairperson of the meeting.
- 56 A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the company; he/she **must** withdraw from the meeting while an item of that nature is being dealt with.
- 57 For the purposes of article 57, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.

### **Delegation to sub-committees**

- 58 The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine; they may also delegate to the chair of the company (or the holder of any other post) such of their powers as they may consider appropriate.
- 59 Any delegation of powers under article 59 is subject to such conditions as the directors may impose and may be revoked or altered.
- 60 The rules of procedure for any sub-committee shall be as prescribed by the directors. Final decision-making shall always rest with the full Board of directors.

### **Operation of bank accounts**

- 61 Any bank account in which any part of the assets of the Company is deposited shall be operated by the Directors and shall indicate the name of the Company. All cheques and orders for the payment of money from such an account shall be signed by two signatories authorised for this purpose by the Directors in accordance with the financial regulations of the Company and the terms of any mandates with the Company's bankers.

### **Secretary**

- 62 The directors may from time to time appoint a company secretary, and on the basis that the term of the appointment, the remuneration (if any) payable to the company secretary, and the such conditions of appointment shall be as determined by the directors; the company secretary may be a Director or an employee of the Company or any other person considered appropriate by the Directors; the company secretary may be removed by them at any time.

### **Minutes**

- 63 The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees; a minute of any meeting shall include the names of those present.

### **Accounts**

- 64 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 65 The directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.
- 66 No member shall (unless he/she is a director) have any right of inspecting any accounting or other records, or any document of the company, except as conferred by statute or as authorised by the directors or by ordinary resolution of the company.

### **Notices**

- 67 Any notice which requires to be given to an ordinary member under these articles shall be given either in writing or by electronic means; such a notice may be given personally to the member *or* be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the company *or* (in the case of a member who has notified the company of an address to be used for the purpose of electronic communications) may be given to the member by electronic means.
- 68 Any notice, if sent by post, shall be deemed to have been given at the expiry of 48 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.

- 69 Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

#### **Winding-up**

- 70 If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall be transferred to such body or bodies (whether incorporated or unincorporated) as may be determined by the members of the company at or before the time of dissolution, to be used solely for a similar charitable purpose or charitable purposes.

#### **Indemnity**

- 71 Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include (but only to the extent permitted by those sections of the Act), any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted or any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.
- 72 The Company shall be entitled to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).

Adopted at a Special Meeting held on 20<sup>th</sup> May 2021

Signed on behalf of the Company

Signature: Stewart Christie  
Name: STEWART CHRISTIE  
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CRAIG MITCHELL HOUSE  
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Office Held: CHAIR

Signature: Coryn Barclay  
Name: CORYN BARCLAY  
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Office Held: VICE CHAIR